

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

-----	X
<i>In re</i>	:
	:
THE FINANCIAL OVERSIGHT AND	:
MANAGEMENT BOARD FOR PUERTO RICO,	:
	:
as representative of	:
	:
THE COMMONWEALTH OF PUERTO RICO, <i>et</i>	:
<i>al.</i> ,	:
	:
Debtors. ¹	:
-----	X
<i>In re</i>	:
	:
THE FINANCIAL OVERSIGHT AND	:
MANAGEMENT BOARD FOR PUERTO RICO,	:
	:
as representative of	:
	:
PUERTO RICO ELECTRICAL POWER	:
AUTHORITY (PREPA),	:
	:
Debtor.	:
-----	X

**URGENT MOTION OF SOLUS FOR ORDER SETTING BRIEFING SCHEDULE IN
CONNECTION WITH ITS URGENT MOTION TO COMPEL PRODUCTION OF
DOCUMENTS BY U.S. BANK; [PROPOSED] ORDER**

The Debtors in these title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

To the Honorable United States Magistrate Judge Judith G. Dein:

SOLA LTD, Solus Opportunities Fund 5 LP, Ultra Master LTD, and Ultra NB LLC (collectively, “Solus”), as lenders to the Puerto Rico Electric Power Authority (“PREPA”) under the Trade Finance Facility Agreement, dated as of July 20, 2012, among PREPA and Citibank, N.A., as predecessor to the existing lenders thereunder (as amended, the “Citibank Credit Agreement,” together with the Credit Agreement, dated as of May 4, 2012, among PREPA, Scotiabank, Cortland Capital Market Services LLC, as successor administrative agent (“Cortland”) and the lenders party thereto (as amended, the “Scotiabank Credit Agreement”), the “Fuel Lines”), respectfully submits this urgent motion (“Urgent Motion”) requesting that the Court enter an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), setting a briefing schedule with respect to Solus’ Urgent Motion to Compel Production of Documents by U.S. Bank, National Association, Trustee (“U.S. Bank”), filed concurrently herewith (the “Motion to Compel Production of Documents”), and scheduling a hearing on the Motion to Compel Production of Documents for the July 30, 2019 Hearing on Discovery Motions, or as soon thereafter as the Court deems practicable.

The Motion to Compel Production of Documents filed by Solus seeks a supplemental production from U.S. Bank in response to Request No. 4 of the *First Set of Document Requests of Cortland Capital Market Services LLC, as Administrative Agent, and Solus Alternative Asset Management LP to U.S. Bank National Association, As Bond Trustee* (“the Document Requests”). This Urgent Motion is a request to set an expedited briefing and hearing schedule on the Motion to Compel Production of Documents.

In support of this Urgent Motion, Solus respectfully states as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject matter jurisdiction over this matter pursuant to PROMESA § 306(a).

2. Venue is proper pursuant to PROMESA § 307(a).

3. The statutory predicates for the relief sought herein are Bankruptcy Rules 1001 and 9006(c)(1), made applicable by PROMESA § 310.

RELIEF REQUESTED

4. By this Urgent Motion, Solus seeks the entry of the Proposed Order (Exhibit A) setting an expedited briefing schedule for the Motion to Compel Production of Documents, and setting the Motion to Compel Production of Documents to be heard at the July 30, 2019 Hearing on Discovery Motions.

BASIS FOR RELIEF

5. Solus seeks to compel U.S. Bank to produce documents that go to the core issue of whether the Restructuring Support Agreement (“RSA”) materially and irrevocably alters the Fuel Line Lenders’ rights.

6. Solus’ Motion to Compel Production of Documents relates to the same subject matter as the *Motion of Solus to Compel Testimony Pursuant to Rule 30(b)(6) from U.S. Bank in Connection with PREPA RSA Settlement Motion* [Dkt. No. 1469] (the “Motion to Compel 30(b)(6) Testimony”) and the *Motion of U.S. Bank National Association, as PREPA Bond Trustee, To Quash Amended Deposition Subpoena of Cortland Capital Markets, LLC and Solus Alternative Asset Management LP* [Dkt. No. 1466] (the “Motion to Quash”), which are set for hearing on July 30, 2019 in accordance with the *Order Extending and Establishing Certain Deadlines Applicable to the Joint Motion of Puerto Rico Electric Power Authority and*

AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928, and Bankruptcy Rules 3012(a)(1) and 9019 for Order Approving Settlements Embodied in the Restructuring Support Agreement [Dkt. No. 1253] (the “Discovery and Scheduling Order”).

7. Solus respectfully requests that the Motion to Compel Production of Documents be heard on July 30, 2019 together with Solus’ Motion to Compel 30(b)(6) Testimony and U.S. Bank’s Motion to Quash in the interest of judicial efficiency, as these motions present overlapping factual and legal issues regarding the scope of discovery to which Solus is entitled from U.S. Bank.

8. Solus has good cause to file the Motion to Compel Production of Documents past the June 16 deadline for discovery motions outlined in the Discovery and Scheduling Order, and to request an expedited briefing and hearing schedule. As detailed in the Motion to Compel Production of Documents, U.S. Bank made a deficient document production in response to Request No. 4 of the Document Requests on the afternoon of June 16, 2019, the day discovery motions were due under the Discovery and Scheduling Order. Despite the parties’ attempts to resolve this discovery dispute without the need for motion practice, on July 22, 2019 U.S. Bank refused to make any further productions in response to Request No. 4, thus necessitating Solus’ Motion to Compel Production of Documents. *See* Motion to Compel Production of Documents, ¶ 32.

9. U.S. Bank will not be prejudiced if the Motion to Compel Production of Documents is heard at the July 30 Hearing on Discovery Motions, as U.S. Bank will already be addressing the same factual and legal issues in connection with the hearing on the Motion To Compel 30(b)(6) Testimony and the Motion To Quash.

10. Alternatively, if the Court so determines, the Motion to Compel Documents may be taken on submission in accord with the Court's direction provided in *Minutes of Proceedings Before U.S. District Judge Laura Taylor Swain*, dated July 11, 2019 [Dkt. No. 1455] ("The Court will take any such later-filed motions [*i.e.*, Discovery Motions filed after July 16, 2019] on submission").

11. The relief requested herein is consistent with the Court's inherent power to control the disposition of cases on its docket, is in the best interests of the Commonwealth and its creditors, and does not prejudice U.S. Bank.

CERTIFICATION

12. Pursuant to Local Rule 9013-1 and paragraph I.H of the Case Management Procedures, Solus hereby certifies that it has (a) carefully examined the matter and concluded that there is a true need for an urgent hearing; (b) not created the urgency through a lack of due diligence; (c) made a bona fide effort to resolve the matter without a hearing; (d) made reasonable, good faith communications in an effort to resolve or narrow the issues being brought to the court; and (e) conferred with U.S. Bank who, as of the date of this filing, has not informed Solus of its intent to oppose the relief requested herein.

CONCLUSION

13. For the foregoing reasons, Solus respectfully requests that the Court grant the Urgent Motion and enter the Proposed Order setting an expedited briefing schedule and hearing on the Motion to Compel Production of Documents on July 30, 2019, or as soon thereafter as the Court deems practicable.

Dated: July 23, 2019

/s/ Jose L. Ramirez-Coll
Jose L. Ramirez-Coll
USDC-PR No. 221702
ANTONETTI, MONTALVO
& RAMIREZ-COLL
1225 Ponce de Leon Avenue
Suite 1001
San Juan, Puerto Rico 00907
Telephone: (787) 977-0303
Facsimile: (787) 977-0323
Email: jramirez@amrclaw.com

Respectfully Submitted,

/s/ Bryce L. Friedman
Bryce L. Friedman (admitted *pro hac vice*)
Nicholas Baker (admitted *pro hac vice*)
Sarah E. Phillips (admitted *pro hac vice*)
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017
Tel.: 212-455-2000
Fax: 212-455-2502
Email: sarah.phillips@stblaw.com
bfriedman@stblaw.com
nbaker@stblaw.com

*Attorneys for Solus Opportunities Fund 5 LP,
Ultra Master LTD, and Ultra NB LLC*

Exhibit A

Proposed Order

**[PROPOSED] ORDER PURSUANT TO BANKRUPTCY RULES 1001 AND 9006(c)
SETTING BRIEFING SCHEDULE IN CONNECTION WITH SOLUS' URGENT
MOTION TO COMPEL PRODUCTION OF DOCUMENTS BY U.S. BANK**

8

Scotiabank, Cortland Capital Market Services LLC, as successor administrative agent (“Cortland”) and the lenders party thereto (as amended, the “Scotiabank Credit Agreement”), the “Fuel Lines”), and the Court having found and determined that (i) the Court has jurisdiction over this proceeding and the Urgent Motion pursuant to 28 U.S.C. § 1331 and 48 U.S.C. § 2166(a); (ii) venue of this proceeding and the Urgent Motion is proper under 28 U.S.C. § 1391(b) and 48 U.S.C. § 2167(a); and (iii) the Court having found good cause to grant the relief requested therein, it is

HEREBY ORDERED THAT:

1. The Urgent Motion is GRANTED.
2. All objections and responses to the Motion to Compel Production of Documents shall be due on July ___, 2019.
3. Solus’ reply shall be due on July ___, 2019.
4. The Motion to Compel Production of Documents will be heard at the July 30, 2019 Hearing on Discovery Motions.

Dated: _____, 2019
San Juan, Puerto Rico

HONORABLE JUDITH G. DEIN
UNITED STATES MAGISTRATE JUDGE